

NATIONAL RAILROAD PASSENGER CORPORATION
BOARD OF DIRECTORS
PERSONNEL & COMPENSATION COMMITTEE
MINUTES OF MEETING

MAY 16, 2018

The Personnel & Compensation Committee of the Board of Directors of the National Railroad Passenger Corporation (Amtrak) met in the Corporation's headquarters located at 1 Massachusetts Ave., N.W. Washington, D.C. on Wednesday, May 16, 2018.

Committee members participating in the meeting were: Albert DiClemente (Committee Chairman), Yvonne Burke (via telephone), and Thomas Carper.

DJ Stadtler (Executive Vice President, Chief Administration Officer) participated in the meeting.

Robin McDonough (Vice President, Human Resources) and Phil A. Hancock (Senior Assistant Corporate Secretary) attended the meeting.

Mr. DiClemente chaired the meeting and called it to order at 10:00 a.m. The minutes were recorded by Mr. Hancock.

APPROVAL OF COMMITTEE MINUTES

Following discussion, upon motion made by Mr. Carper and seconded by Mr. DiClemente, the Committee voted to approve the minutes of its March 21, 2018 meeting.

(3-0)

UPCOMING KEY HR PROJECTS

Mr. Stadtler briefed the Committee on upcoming key projects. He said that HR is focusing on providing foundational products and services to the organization that align with Amtrak's overall strategy. Mr. Stadtler explained that several of the upcoming projects are geared toward increasing diversity and inclusion, with specific focus on succession planning in the E band and D band positions throughout the organization. He discussed the progress being made to refine Amtrak's

internship and cooperative programs, manager training, customer experience training, and communications initiatives. Mr. Stadtler noted that the current band/zone structure was under review to ensure that it is competitive to the market. He said that he would update the Committee on the results of that review at the July meeting.

DIVERSITY & INCLUSION UPDATE

Mr. Stadtler provided the Committee with a diversity and inclusion update. He said that improvements are being made, but significant gaps still exist in Engineering and at senior levels of the organization regarding gender and race. The Committee reviewed the diversity and inclusion report and Mr. Stadtler responded to questions.

FINANCIAL PERFORMANCE OF BENEFIT PLANS

Mr. Stadtler briefed the Committee on the financial performance of the Corporation's benefit plans. He walked the Committee through an examination of the management plan cost trends, agreement plan cost trends, benchmarks, and the 401(k) savings plan. The Committee reviewed the details of the plans and Mr. Stadtler responded to questions.

SUCCESSION PLANNING

Mr. Stadtler updated the Committee on the recent enterprise succession planning session. He noted that an overview of the succession plan would be provided to the full Board of Directors during the plenary meeting.

ADJOURNMENT

There being no further business before the Committee, the meeting adjourned at 11:30 a.m.



Phil A. Hancock
Senior Assistant Corporate Secretary

